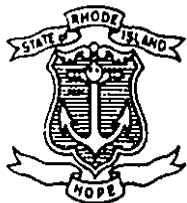


Filing Fee \$50.00

ID Number: 38114



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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SECRETARY OF STATE
CORPORATIONS DIV
DEC 18 1 23 PM '97

FILED

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

North Smithfield Youth Soccer Association

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is North Smithfield Youth Soccer Association
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 1, 1997, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Article Fourth of the corporation's Articles of Incorporation is hereby deleted in its entirety, and replaced by the terms and provisions set forth on Exhibit A attached hereto and incorporated by reference herein.

3. The number of shares of the corporation outstanding at the time of such adoption was None; and the number of shares entitled to vote thereon was None.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

5. The number of shares voted for such amendment was None; and the number of shares voted against such amendment was None.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

Not Applicable

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

Not Applicable

9. Date when amendment is to become effective: Upon filing with the Secretary of State
(not more than 30 days after the filing of these Articles of Amendment)

Dated December 4, 19 97

North Smithfield Youth Soccer Association

By [Signature]

Its President or Vice President

and [Signature]

Its Secretary or Assistant Secretary

STATE OF Rhode Island
COUNTY OF Providence

In North Smithfield, on this 4th day of December, 19 97, personally appeared before me William P. Nangle, who being by me first duly sworn, declared that he/she is the President of North Smithfield Youth Soccer Association and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public Richard Nadeau, Jr.

My Commission Expires: July 1, 2001

EXHIBIT A

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.